

*F 1/20/05**voL*UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

T. ROWE PRICE TAX-FREE HIGH YIELD FUND, INC., et al.,)	
)	Plaintiffs,
v.))
KAREN M. SUGHRUE, et al.,))
)	Defendants.
))

MOTION TO ENLARGE PAGE LIMIT FOR MEMORANDUM IN SUPPORT OF BRADFORD DEFENDANTS' MOTION TO DISMISS

Pursuant to Local Rule 7.1(B)(4), the Bradford Defendants¹ move for leave to file the Memorandum in Support of Bradford Defendants' Motion to Dismiss, in excess of the page limit, but no longer than 40 pages. Counsel for plaintiffs has stated that he does not object to the Bradford Defendants' filing of a 40-page memorandum. In support of this Motion, the Bradford Defendants state:

1. Plaintiffs' Complaint in this action is 33 pages long; contains 86 numbered paragraphs, many of which have several subparts; names 19 defendants; and asserts federal securities fraud claims based on numerous alleged misrepresentations and omissions in an Offering Statement, attached to the Complaint, that consists of more than 100 pages.

2. The Complaint's allegation of federal securities fraud claims is deficient in multiple ways. To appropriately address these many pleading deficiencies, the Bradford Defendants respectfully request that they be permitted to submit a memorandum in excess of the page limit, but no longer than 40 pages. The Bradford Defendants believe

¹ "Bradford Defendants" refers to all defendants in this action except Advest, Inc.

the additional pages of briefing will help the Court in considering and deciding their motion to dismiss.

3. Counsel for plaintiffs has stated that he does not object to the Bradford Defendants' filing of a 40-page memorandum.

WHEREFORE, the Bradford Defendants respectfully request that the Court grant them leave to file their Memorandum in Support of Bradford Defendants' Motion to Dismiss the Complaint in excess of the page limit, but which is no longer than 40 pages.

THE BRADFORD DEFENDANTS
By their attorneys,

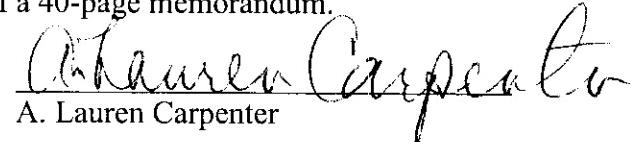


Robert E. Sullivan, BBO #487820
Scott A. Roberts, BBO #550732
A. Lauren Carpenter, BBO #551258
SULLIVAN, WEINSTEIN & McQUAY, P.C.
Two Park Plaza
Boston, MA 02116
(617) 348-4300

Dated: January 20, 2005

CERTIFICATE OF CONFERENCE

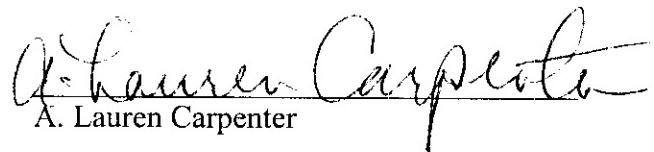
Pursuant to Local Rule 7.1(a)(2), I, A. Lauren Carpenter, certify that I have conferred with the plaintiffs' counsel in good faith to resolve or narrow the issues presented by the Motion to Enlarge Page Limit for Memorandum in Support of Bradford Defendants' Motion to Dismiss, and plaintiffs' counsel has stated that he does not object to the Bradford Defendants' filing of a 40-page memorandum.



A. Lauren Carpenter

CERTIFICATE OF SERVICE

I, A. Lauren Carpenter, hereby certify that a true and correct copy of the foregoing document was served by hand on all counsel of record on this 20th day of January, 2005.



A. Lauren Carpenter